ALVORD AND ALVORD

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OF COUNSEL URBAN A. LESTER

September 5, 2000

RECORDATION NO. 23008-EFILED

SEP 5 .00

3-06 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Modification to Bill of Sale, dated August 31, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale which was previously filed with the Board under Recordation Number 23008-C.

The names and addresses of the parties to the enclosed document are:

Sellor:

Allfirst Bank

25 South Charles Street Baltimore, MD 21202

[Buyer:

ICX Corporation]

A description of the railroad equipment covered by the enclosed documents is:

- 346 boxcars within the series WC 24000 WC 24349;
- boxcars within the series WC 29000 WC 29049;
- 16 GP-40 locomotives within the series WC 3000 WC 3025;

A short summary of the document to appear in the index follows:

Modification to Bill of Sale from Allfirst Bank to ICX Corporation covering the railcars and locomotives identified above (Schedule 2 is deleted).

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

Coluna

RWA/anm Enclosures

SEP 5 '00

3-06 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF MODIFICATION TO A BILL OF SALE

dated August 31, 2000

by and between

ALLFIRST BANK Seller

and

ICX CORPORATION
Purchaser

RECORDATION NO. 23008-E FILED

MEMORANDUM OF MODIFICATION TO BILL OF SALE

SEP 5 '00 3-

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF MODIFICATION TO A BILL OF SALE (this "Agreement") is made as of this 31st day of August, 2000, by and between ALLFIRST BANK, a Maryland state-chartered banking corporation (the "Seller") and ICX CORPORATION, an Ohio corporation (the "Purchaser"), witnesseth:

RECITALS

- A. The Seller and the Purchaser are parties to that certain Transfer Agreement (the "Transfer Agreement") dated as of August 31, 2000 pursuant to which the Seller assigned to the Purchaser and the Purchaser purchased from the Seller all of the Seller's right, title and interest in and to Schedules Nos. 1, 8, and 10, each dated June 30, 2000 (collectively, the "Lease") and each issued pursuant to the Master Lease Agreement dated June 30, 2000 between Seller, as lessor, and Wisconsin Central Ltd., as lessee ("Lessee").
- B. A Bill of Sale from the Seller dated August 30, 2000 (the "Bill of Sale"), was recorded with the Surface Transportation Board on August 30, 2000, under Recordation No. 23008C.
 - C. The Seller and the Purchaser desire to amend certain provisions of the Bill of Sale.

TERMS

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Seller and the Purchaser hereby agree as follows:

- 1. The facts set forth above are true and accurate in each respect.
- 2. The Bill of Sale is hereby amended as follows: <u>Exhibit A</u> attached to the Bill of Sale is removed and substituted in lieu thereof with <u>Exhibit A</u> attached hereto.
- 3. The term "this Bill of Sale" as used in the Bill of Sale shall mean the Bill of Sale as modified herein unless the context clearly indicates or dictates a contrary meaning.
- 4. This Agreement may be executed in any number of counterparts, all of which when taken together shall constitute one agreement

[SIGNATURES APPEAR OF NEXT PAGE]

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IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the date first above written.

ALLFIRST BANK

By: (SEAL)
Paul L. Gettings
Vice President

ICX CORPORATION

By:_____(SEAL)
Name:
Title:

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this day of August, 2000, before me, a Notary Public of the City and State aforesaid, personally appeared Paul L. Gettings, to me personally known, who being by me duly sworn, says that he is a Vice President of Allfirst Bank, a Maryland state-chartered banking corporation, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of the Executive Committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

AS WITNESS my hand and notarial seal.

Notary Public

ommission Expires 06/02/2003

My Commission Expires:

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the date first above written.

ALLFIRS	ST BANK
	C. Gettings President
ICX COF	RPORATION
By: Name Title:	JOHN M. O'DONNELL VICE PRESIDENT
STATE OF MARYLAND, CITY OF BALTIN	MORE, TO WIT:
aforesaid, personally appeared Paul L. Gettings sworn, says that he is a Vice President of Allfi- corporation, that the seal affixed to the foregoin said instrument was signed and sealed on behavior	ng instrument is the seal of said association, that If of said association by authority of the Executive Eknowledged that the execution of the foregoing
AS WITNESS my hand and notarial se	al.
_	Notary Public
My Commission Expires:	

STATE OF OHIO, COUNTY OF Lyshoga, TO WIT:

On this 3/ day of August, 2000, before me, a Notary Public of the County and State aforesaid, personally appeared who before me, a Notary Public of the County and State aforesaid, personally appeared to me personally known, who being by me duly sworn, says that he is the duly authorized representative of ICX Corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Notary Public

My Commission Expires:

ROBERTA L. EVANS Notary Public, State of Ohio, Cuy. Cty. My Commission Expires Feb. 22, 2005

DESCRIPTION OF RAILCARS

Schedule No. 1: Three hundred forty-six (346) 50 ft., 70-ton boxcars, Plate B, with cushioned underframes, originally built in 1975, OT-37 rebuild in 1990, bearing the following road marks and numbers:

\(\text{WC 024000} \text{WC 0240406} \text{WC 024192} \text{WC 024196} \text{WC 024106} \text{WC 024106} \text{WC 024106} \text{WC 024106} \text{WC 024106} \text{WC 024106} \text{WC 024212} \text{WC 024202} \text{WC 024202} \text{WC 024202} \text{WC 024203} \text{WC 024204} \text{WC 024200} \t	road n	narks and numbers:				
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WC 024003 WC 024008 WC 0241372 WC 024199 WC 024223 WC 024327 WC 024005 WC 024009 WC 024144 WC 024201 WC 024265 WC 024205 WC 024206 WC 024207 WC 02413 WC 024203 WC 024207 WC 024313 WC 024203 WC 024206 WC 024210 WC 024206 WC 024210 WC 024206 WC 024210 WC 024210 WC 024210 WC 024210 WC 024212 WC 024224 WC 02422 WC 02422 <td>WC 024001</td> <td>WC 024066</td> <td>WC 024130</td> <td>WC 024196</td> <td>WC 024261</td> <td>WC 024325</td>	WC 024001	WC 024066	WC 024130	WC 024196	WC 024261	WC 024325
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WC 024005 WC 02400 WC 024205 WC 024205 WC 024205 WC 024206 WC 024207 WC 024207 WC 024207 WC 024207 WC 024207 WC 024318 WC 024202 WC 024207 WC 024318 WC 024203 WC 024206 WC 024320 WC 024206 WC 024206 WC 024203 WC 024206 WC 024206 WC 024206 WC 024206 WC 024207 WC 024207 WC 024207 WC 024204 WC 024227 WC 024233 WC 024010 WC 024076 WC 024141 WC 024208 WC 024221 WC 024323 WC 024212 WC 024212 WC 024221 WC 024323 WC 024213 WC 024213 WC 024221 WC 024323 WC 024213 WC 024227 WC 024324 WC 024214 WC 024210 WC 0242273 WC 024337 WC 024213 WC 0242273 WC 024337 WC 024213 WC 0242273 WC 024337 WC 024327 WC 024337 WC 024213 WC 024227 WC 024337 WC 024327 WC 024337 WC 024327 WC 024337 WC 024327 WC 024337 WC 024327 WC 024343 WC 024444 WC 024244 WC 024444 WC	WC 024003	WC 024068	WC 024132	WC 024198	WC 024263	WC 024327
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WC 024043 WC 024107 WC 024173 WC 024238 WC 024302 WC 024044 WC 024108 WC 024174 WC 024239 WC 024303 WC 024045 WC 024109 WC 024175 WC 024240 WC 024304 WC 024046 WC 024110 WC 024176 WC 024241 WC 024305 WC 024047 WC 024111 WC 024177 WC 024242 WC 024306 WC 024048 WC 024112 WC 024178 WC 024243 WC 024307 WC 024049 WC 024113 WC 024179 WC 024244 WC 024308 WC 024050 WC 024114 WC 024180 WC 024245 WC 024309 WC 024051 WC 024115 WC 024181 WC 024246 WC 024310 WC 024052 WC 024115 WC 024182 WC 024247 WC 024311 WC 024053 WC 024117 WC 024183 WC 024248 WC 024311 WC 024054 WC 024118 WC 024248 WC 024311 WC 024055 WC 024118 WC 024248 WC 024311 WC 024056 WC 024119 WC 024185					WC 024301	
WC 024044 WC 024108 WC 024174 WC 024239 WC 024303 WC 024045 WC 024109 WC 024175 WC 024240 WC 0224304 WC 024046 WC 024110 WC 024176 WC 024241 WC 024305 WC 024047 WC 024111 WC 024177 WC 024222 WC 024306 WC 024048 WC 024112 WC 024178 WC 024243 WC 024307 WC 024049 WC 024113 WC 024179 WC 024244 WC 024308 WC 024050 WC 024114 WC 024180 WC 024245 WC 024309 WC 024051 WC 024115 WC 024181 WC 024246 WC 024310 WC 024052 WC 024115 WC 024182 WC 024246 WC 024311 WC 024053 WC 024117 WC 024183 WC 024248 WC 024312 WC 024054 WC 024118 WC 024184 WC 024249 WC 024313 WC 024055 WC 024119 WC 024185 WC 024249 WC 024313 WC 024056 WC 024120 WC 024186 WC 024251 WC 024315 WC 024057				WC 024238	WC 024302	
WC 024045 WC 024109 WC 024175 WC 024240 WC 024304 WC 024046 WC 024110 WC 024176 WC 024241 WC 024305 WC 024047 WC 024111 WC 024177 WC 024242 WC 024306 WC 024048 WC 024112 WC 024178 WC 024243 WC 024307 WC 024049 WC 024113 WC 024179 WC 024244 WC 024308 WC 024050 WC 024114 WC 024180 WC 024245 WC 024309 WC 024051 WC 024115 WC 024181 WC 024246 WC 024310 WC 024052 WC 024116 WC 024182 WC 024247 WC 024311 WC 024053 WC 024117 WC 024183 WC 024248 WC 024312 WC 024054 WC 024118 WC 024184 WC 024313 WC 024313 WC 024055 WC 024118 WC 024185 WC 024249 WC 024313 WC 024056 WC 024119 WC 024185 WC 024250 WC 024314 WC 024057 WC 024120 WC 024186 WC 024251 WC 024316 WC 024059			WC 024174	WC 024239	WC 024303	
WC 024046 WC 024110 WC 024176 WC 024241 WC 024305 WC 024047 WC 024111 WC 024177 WC 024242 WC 024306 WC 024048 WC 024112 WC 024178 WC 024243 WC 024307 WC 024049 WC 024113 WC 024179 WC 024244 WC 024308 WC 024050 WC 024114 WC 024180 WC 024245 WC 024309 WC 024051 WC 024115 WC 024181 WC 024246 WC 024310 WC 024052 WC 024116 WC 024182 WC 024247 WC 024311 WC 024053 WC 024117 WC 024183 WC 024248 WC 024312 WC 024054 WC 024118 WC 024184 WC 024248 WC 024312 WC 024055 WC 024118 WC 024185 WC 024249 WC 024313 WC 024056 WC 024120 WC 024186 WC 024250 WC 024315 WC 024057 WC 024121 WC 024187 WC 024252 WC 024316 WC 024059 WC 024123 WC 024188 WC 024253 WC 024317 WC 024060				WC 024240	WC 024304	
WC 024047 WC 024111 WC 024177 WC 024242 WC 024306 WC 024048 WC 024112 WC 024178 WC 024243 WC 024307 WC 024049 WC 024113 WC 024179 WC 024244 WC 024308 WC 024050 WC 024114 WC 024180 WC 024255 WC 024309 WC 024051 WC 024115 WC 024181 WC 024246 WC 024310 WC 024052 WC 024116 WC 024182 WC 024247 WC 024311 WC 024053 WC 024117 WC 024182 WC 024248 WC 024312 WC 024054 WC 024118 WC 024184 WC 024248 WC 024313 WC 024055 WC 024118 WC 024185 WC 024250 WC 024314 WC 024056 WC 024119 WC 024186 WC 024251 WC 024315 WC 024057 WC 024121 WC 024187 WC 024252 WC 024316 WC 024058 WC 024123 WC 024188 WC 024253 WC 024317 WC 024059 WC 024123 WC 024189 WC 024254 WC 024318 WC 024060			WC 024176	WC 024241	WC 024305	
WC 024048 WC 024112 WC 024178 WC 024243 WC 024307 WC 024049 WC 024113 WC 024179 WC 024244 WC 024308 WC 024050 WC 024114 WC 024180 WC 024245 WC 024309 WC 024051 WC 024115 WC 024181 WC 024246 WC 024310 WC 024052 WC 024116 WC 024182 WC 024247 WC 024311 WC 024053 WC 024117 WC 024183 WC 024248 WC 024312 WC 024054 WC 024118 WC 024184 WC 024249 WC 024313 WC 024055 WC 024119 WC 024185 WC 024250 WC 024314 WC 024056 WC 024120 WC 024186 WC 024251 WC 024315 WC 024057 WC 024121 WC 024187 WC 024252 WC 024316 WC 024058 WC 024122 WC 024188 WC 024252 WC 024317 WC 024059 WC 024123 WC 024188 WC 024254 WC 024318 WC 024060 WC 024124 WC 024190 WC 024255 WC 024319 WC 024061				WC 024242	WC 024306	
WC 024049 WC 024113 WC 024179 WC 024244 WC 024308 WC 024050 WC 024114 WC 024180 WC 024245 WC 024309 WC 024051 WC 024115 WC 024181 WC 024246 WC 024310 WC 024052 WC 024116 WC 024182 WC 024247 WC 024311 WC 024053 WC 024117 WC 024183 WC 024248 WC 024312 WC 024054 WC 024118 WC 024184 WC 024249 WC 024313 WC 024055 WC 024119 WC 024185 WC 024250 WC 024314 WC 024056 WC 024120 WC 024186 WC 024251 WC 024315 WC 024057 WC 024121 WC 024187 WC 024252 WC 024316 WC 024058 WC 024122 WC 024188 WC 024253 WC 024317 WC 024059 WC 024123 WC 024189 WC 024254 WC 024318 WC 024060 WC 024124 WC 024190 WC 024255 WC 024319 WC 024061 WC 024125 WC 024191 WC 024256 WC 024320 WC 024063			WC 024178	WC 024243	WC 024307	
WC 024050 WC 024114 WC 024180 WC 024245 WC 024309 WC 024051 WC 024115 WC 024181 WC 024246 WC 024310 WC 024052 WC 024116 WC 024182 WC 024247 WC 024311 WC 024053 WC 024117 WC 024183 WC 024248 WC 024312 WC 024054 WC 024118 WC 024184 WC 024249 WC 024313 WC 024055 WC 024119 WC 024185 WC 024250 WC 024314 WC 024056 WC 024120 WC 024186 WC 024251 WC 024315 WC 024057 WC 024121 WC 024187 WC 024252 WC 024316 WC 024058 WC 024122 WC 024188 WC 024253 WC 024317 WC 024059 WC 024123 WC 024188 WC 024254 WC 024318 WC 024060 WC 024124 WC 024190 WC 024255 WC 024319 WC 024061 WC 024125 WC 024191 WC 024256 WC 024320 WC 024062 WC 024126 WC 024192 WC 024258 WC 024321 WC 024063					WC 024308	
WC 024051 WC 024115 WC 024181 WC 024246 WC 024310 WC 024052 WC 024116 WC 024182 WC 024247 WC 024311 WC 024053 WC 024117 WC 024183 WC 024248 WC 024312 WC 024054 WC 024118 WC 024184 WC 024249 WC 024313 WC 024055 WC 024119 WC 024185 WC 024250 WC 024314 WC 024056 WC 024120 WC 024186 WC 024251 WC 024315 WC 024057 WC 024121 WC 024187 WC 024252 WC 024316 WC 024058 WC 024122 WC 024188 WC 024253 WC 024317 WC 024059 WC 024123 WC 024189 WC 024254 WC 024318 WC 024060 WC 024124 WC 024190 WC 024255 WC 024319 WC 024061 WC 024125 WC 024191 WC 024256 WC 024320 WC 024062 WC 024126 WC 024192 WC 024258 WC 024321 WC 024063 WC 024127 WC 024193 WC 024258 WC 024322	WC 024050		WC 024180	WC 024245	WC 024309	
WC 024052 WC 024116 WC 024182 WC 024247 WC 024311 WC 024053 WC 024117 WC 024183 WC 024248 WC 024312 WC 024054 WC 024118 WC 024184 WC 024249 WC 024313 WC 024055 WC 024119 WC 024185 WC 024250 WC 024314 WC 024056 WC 024120 WC 024186 WC 024251 WC 024315 WC 024057 WC 024121 WC 024187 WC 024252 WC 024316 WC 024058 WC 024122 WC 024188 WC 024253 WC 024317 WC 024059 WC 024123 WC 024189 WC 024254 WC 024318 WC 024060 WC 024124 WC 024190 WC 024255 WC 024319 WC 024061 WC 024125 WC 024191 WC 024256 WC 024320 WC 024062 WC 024126 WC 024192 WC 024258 WC 024321 WC 024063 WC 024127 WC 024193 WC 024258 WC 024322						
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WC 024056 WC 024120 WC 024186 WC 024251 WC 024315 WC 024057 WC 024121 WC 024187 WC 024252 WC 024316 WC 024058 WC 024122 WC 024188 WC 024253 WC 024317 WC 024059 WC 024123 WC 024189 WC 024254 WC 024318 WC 024060 WC 024124 WC 024190 WC 024255 WC 024319 WC 024061 WC 024125 WC 024191 WC 024256 WC 024320 WC 024062 WC 024126 WC 024192 WC 024257 WC 024321 WC 024063 WC 024127 WC 024193 WC 024258 WC 024322					WC 024314	
WC 024057 WC 024121 WC 024187 WC 024252 WC 024316 WC 024058 WC 024122 WC 024188 WC 024253 WC 024317 WC 024059 WC 024123 WC 024189 WC 024254 WC 024318 WC 024060 WC 024124 WC 024190 WC 024255 WC 024319 WC 024061 WC 024125 WC 024191 WC 024256 WC 024320 WC 024062 WC 024126 WC 024192 WC 024257 WC 024321 WC 024063 WC 024127 WC 024193 WC 024258 WC 024322						
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WC 024062 WC 024126 WC 024192 WC 024257 WC 024321 WC 024063 WC 024127 WC 024193 WC 024258 WC 024322						
WC 024063 WC 024127 WC 024193 WC 024258 WC 024322						
					WC 024323	

Schedule No. 8: Forty-eight (48) 50 ft., 70-ton boxcars, Plate F, with cushioned underframes, originally built in 1967, rebuilt to Rule 88 standards in 1990 bearing the following road marks and numbers:

WC 029000		WC 029042
WC 029001		WC 029043
WC 029002		WC 029044
WC 029003		WC 029045
WC 029004		WC 029046
WC 029005		WC 029047
WC 029006		WC 029048
WC 029007		WC 029049
WC 029008		
WC 029009		
WC 029010		
WC 029011		
WC 029012		
WC 029013		
WC 029014		
WC 029015		
WC 029016		
WC 029017		
WC 029018		
WC 029019		
WC 029020		
WC 029022		
WC 029023		
WC 029024		
WC 029025		
WC 029026		
WC 029027		
WC 029028		
WC 029029		
WC 029030		
WC 029031		
WC 029032		
WC 029033		
WC 029034		
WC 029035		
WC 029036		
WC 029038		
WC 029039		
WC 029040		
WC 029041		

Schedule No. 10: Sixteen (16) EMD GP-40 locomotives, 3000 horsepower, originally built in 1970(8) and 1971(8), bearing the following road marks and numbers: WC3000, WC3002 through and including WC3007, WC3009, WC3011, WC3012, WC3014, WC3017, WC3022 through and including WC3025.